

RECORDATION NO.

25323-I
FILED

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MAR 28 '05 2-10 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 28, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of March 28, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25323-F.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Mr. Vernon A. Williams
March 28, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

115 cars: PGNX 3100 – PGNX 3214

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25323-7 FILED

MAR 28 '05 2-10 PM

MEMORANDUM OF ASSIGNMENT OF LEASE SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Lease between The Fifth Third Leasing Company (the "Assignee") and ICX Corporation (the "Assignor") is effective as of March 28, 2005.

1. This instrument relates to that certain Master Rail Car Lease Agreement dated as of October 11, 2004 (the "Lease Agreement") and the related Equipment Schedule No. 004 (the "Schedule" which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between Assignor, as lessor, and Carolina Power & Light Company (d/b/a Progress Energy Carolinas, Inc.), as lessee (the "Lessee"), pursuant to which Assignor leased to Lessee the railcars bearing the following reporting marks and road numbers (the "Equipment"):

115 Johnston 286K GRL railcars
bearing reporting marks and road
numbers PGNX 3100-3214

The Schedule and, to the extent incorporated in the Schedule, the Lease, are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 25323, and a Memorandum of Supplement to Lease was filed with the Surface Transportation Board under Recordation Number 25323-F.

3. Pursuant to certain agreements dated as of March 28, 2005, Assignor assigned its interests in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor.

4. The addresses of the parties are as follows:

Assignor: ICX Corporation, 2 Summit Park Drive, Suite 300, Cleveland, OH 44131

Assignee: The Fifth Third Leasing Company, 38 Fountain Square Plaza, MD 10904A, Cincinnati, OH 42563

5. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule and the assignment agreements and are incorporated herein by reference.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(remainder of page intentionally left blank; signature page and acknowledgements follow)

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first above written.

ASSIGNEE: THE FIFTH THIRD LEASING COMPANY

By: 
Its: THOMAS J. MERKLE
Vice President

STATE OF OHIO

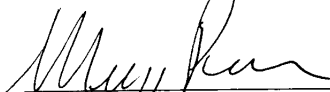
COUNTY OF Hamilton

On March 25, 2005, before me appeared THOMAS J. MERKLE, to me personally known, who being by me duly sworn says that he is the VP of FIFTH THIRD LEASING and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

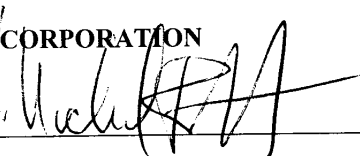
[NOTARIAL SEAL]



MELODY PRICE-YONTS
Notary Public, State of Ohio
My Commission Expires 06-15-09


Notary Public
My commission expires:

ASSIGNOR: ICX CORPORATION

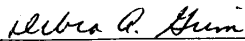
By: 
Its: SVP

STATE OF OHIO

COUNTY OF CUYAHOGA

On March 28, 2005, before me appeared MICHAEL R. RABBIT, to me personally known, who being by me duly sworn says that he/she is the SENIOR VICE PRESIDENT of ICX Corporation, and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]


Notary Public
My commission expires:

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/28/05



Robert W. Alvord